

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>WHEREHOUSE ENTERTAINMENT, INC.,</b>	)	
<b>a Delaware corporation, <u>et al.</u>,<sup>1</sup></b>	)	<b>Case No. 03-10224 (P JW)</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	
	)	<b>RE: Docket No. 807 + 781</b>

**ORDER AUTHORIZING DEBTORS AND  
DEBTORS IN POSSESSION TO PAY MEDIATOR FEES**

Upon the motion (the "Motion")<sup>2</sup> of Wherehouse Entertainment, Inc., and its direct and indirect wholly-owned subsidiaries Wherehouse Holding I Co., Inc., Wherehouse Holding II Co., Inc., Wherehouse Subsidiary I Co., Inc., Wherehouse Subsidiary II Co., Inc., Wherehouse Subsidiary III Co., Inc. and Wherehouse.com, Inc., each as a debtor and debtor in possession (collectively, the "Debtors"), for an order authorizing the payment of Mediator Fees pursuant to Bankruptcy Code Sections 105 and 363; the Court having reviewed the Motion, and having heard the statements of counsel regarding the Motion at a hearing before the Court (the "Hearing"); and the Court finding that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and (iii) that notice of this Motion and the Hearing was sufficient under the circumstances and that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief granted herein is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor,

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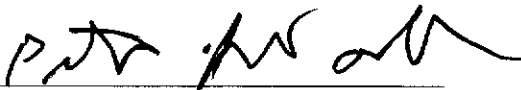
<sup>1</sup> The Debtors are the following entities: Wherehouse Entertainment, Inc., Wherehouse Holding I Co., Inc., Wherehouse Holding II Co., Inc., Wherehouse Subsidiary I Co., Inc., Wherehouse Subsidiary II Co., Inc., Wherehouse Subsidiary III Co., Inc. and Wherehouse.com, Inc.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meaning assigned to them in the Motion.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Motion is GRANTED.
2. The Debtors are authorized, pursuant to Sections 105 and 363 of the Bankruptcy Code, to pay the Mediator Fees.

Dated: June 9, 2003  
Wilmington, Delaware

  
The Honorable Peter J. Walsh  
Chief United States Bankruptcy Judge